

1 STATE OF ALASKA  
2 DEPARTMENT OF COMMERCE, COMMUNITY, AND ECONOMIC DEVELOPMENT  
3 DIVISION OF BANKING AND SECURITIES

4 IN THE MATTER OF: ) **ORDER NO. 21-60-S**  
5 Darrell Toby Brown ) **ORDER VOIDING PROXIES**  
6 Respondent. ) **AND**  
7 ) **CONSENT TO ORDER**  
8 )  
9 )

10 The Director of the Department of Commerce, Community, and Economic  
11 Development, Division of Banking and Securities (“Administrator”), has conducted an  
12 investigation into certain activities of Darrell Toby Brown (“Respondent”), and has  
13 determined that Respondent violated certain provisions of the Alaska Native Claims  
14 Settlement Act Proxy Solicitation and Stock Act, Alaska Statute (AS) 45.55 et seq. (“ANCSA  
15 Corporations Proxy Solicitations Act”).

16 Respondent agrees that the Administrator has jurisdiction over Respondent and these  
17 matters pursuant to the ANCSA Corporations Proxy Solicitations Act.

18 Respondent wishes to resolve and settle this matter with the Administrator. As  
19 evidenced by the authorized signature on this Order, Respondent consents to the entry of this  
20 Order based on the Conclusions of Law and Order. Respondent waives her right to appeal  
21 under AS 45.55.920(d).

22 **I. FINDINGS OF FACT**

- 23 1. Respondent is a shareholder of Huna Totem Corporation (“Huna Totem”).  
24 2. Huna Totem is organized pursuant to the Alaska Native Claims Settlement Act

1 (“ANCSA”), 43 U.S.C. 1601 et seq.

2 3. Huna Totem has certified to the Administrator that it has more than 500  
3 shareholders and total assets exceeding \$1,000,000.

4 4. On April 23, 2021, Respondent filed a proxy with the Administrator for Huna  
5 Totem’s annual meeting scheduled for June 19, 2021.

6 5. Respondent’s proxy, entitled “Proxy: Darrell Toby Brown, Independent Candidate  
7 for the Board of Directors of Huna Totem Corporation,” (the “Marked Proxy”) contains a  
8 section listing the candidates for whom a proxyholder may cast a vote. The section contains a  
9 line with Respondent’s name. An “X” appears on a line to the left of Respondent’s name.

10 6. The Marked Proxy does not provide an instruction that the  
11 proxyholder may withhold authority to vote for a nominee by lining through or otherwise  
12 striking out the name of its nominee.

13 7. The Marked Proxy does not allow Huna Totem shareholders to award or withhold  
14 their share of votes to Respondent.

15 8. A proxy that provides for the election of directors must set out the names of the  
16 nominees for whom the proxy is solicited, and it must clearly provide either a box opposite the  
17 name of each nominee which may be marked to indicate that authority to vote for that nominee  
18 is withheld, an instruction that the shareholder may withhold authority to vote for a nominee by  
19 lining through or otherwise striking out the name of that person, or a “ballot” type of selection  
20 in which the shareholder is permitted to award votes to selected nominees of the shareholder’s  
21 choosing.

22 **II. CONCLUSIONS OF LAW**

23 1. Respondent is subject to the filing requirements of AS 45.55.139 because he is a  
24 shareholder of Huna Totem and Huna Totem is subject to the filing requirements.



1 **Consent to Entry of Order**

2 I, Darrell Toby Brown, state that I have read the foregoing Order, that I am aware of  
3 the right to a hearing and appeal in this matter and have waived the same. I admit to the  
4 jurisdiction of the Department of Commerce, Community and Economic Development,  
5 Division of Banking and Securities (“Department”) and further consent to entry of this Order  
6 by the Department as settlement of the issues contained in this Order. I admit to violation of  
7 the ANCSA Corporations Proxy Solicitations Act.

8 I understand that the Department reserves the right to take further actions to enforce  
9 this order or to take appropriate action upon discovery of other violations of the ANCSA  
10 Corporations Proxy Solicitations Act, and that I will fully comply with the terms and  
11 conditions of this Order, the ANCSA Corporations Proxy Solicitations Act and associated  
12 regulations.

13 I enter into this Order voluntarily and understand this Order is a public document.

14 June 16, 2021

/s/ Darrel T. Brown

15 Date

STATE OF ALASKA  
DEPARTMENT OF COMMERCE, COMMUNITY, AND ECONOMIC DEVELOPMENT  
DIVISION OF BANKING AND SECURITIES  
550 WEST SEVENTH AVENUE, SUITE 1850  
ANCHORAGE, ALASKA 99501  
(907) 269-8140

16  
17  
18 SUBSCRIBED AND SWORN TO before me this 16 day of June, 2021 at

19 Juneau, Alaska

/s/ Iuliia Segal

Notary in and for \_\_\_\_\_

Iuliia Segal

Notary Printed Name

My commission expires: 01/24/24

20  
21  
22  
23  
24 Contact person:  
Ann Sivulich  
Financial Examiner  
(907) 269-2090